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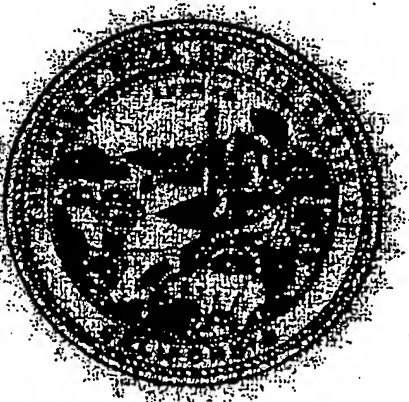


I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL - 7 2003



Kevin Shelley
Secretary of State

A0598551

CERTIFICATE OF AMENDMENT

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OF ISURFTV

JUL - 7 2003

KEVIN SHELLEY
Secretary of State

Gene Feroglia and Katherine Y. Marshall certify that:

1. They are the duly elected and acting President and Secretary, respectively, of iSurfTV, a California corporation (the "Corporation").
2. Article I of the Corporation's Fourth Amended and Restated Articles of Incorporation, which were filed with the California Secretary of State on July 12, 2002, which presently reads as follows:
"The name of the Corporation is iSurfTV"

is amended to read as follows:

"The name of the corporation is Etalon Systems, Inc."


3. The foregoing amendment of the Fourth Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Fourth Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with Sections 603 and 903 of the California General Corporation Law. The total number of outstanding shares of this corporation entitled to vote with respect to the foregoing Certificate of Amendment to Fourth Amended and Restated Articles of Incorporation was 9,083,535 shares of Common Stock, 937,500 shares of Series A Preferred Stock, 3,246, 373 shares of Series B Preferred Stock, 411,523 shares of Series B-1 Preferred Stock and 1,028,513 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being at least a majority of the total number of outstanding shares of Common Stock, at least a majority of the total number of outstanding shares of Preferred Stock and at least a majority of the total number of outstanding shares of Series C Preferred Stock.

The undersigned declares under penalty of perjury under the laws of the State of California that he has read the foregoing Certificate of Amendment and that the matters set forth in this Certificate are true and correct to his own knowledge.

Executed at Sunnyvale, California on July 3, 2003.


Gene Feroglia, President


Katherine Y. Marshall, Secretary



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